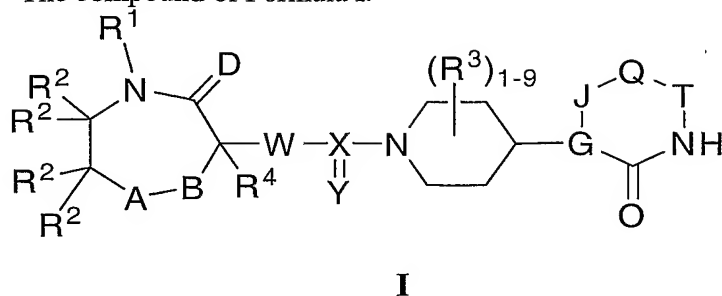


WHAT IS CLAIMED IS:

1. The compound of Formula I:



5 wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

10

D is O;

$R^1$  is selected from:

15

- 1) H,  $C_1$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

20

- a)  $C_1$ -6 alkyl,
- b)  $C_3$ -6 cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_p C_{1-3}$  alkyl,

25

- g) halogen,  
 h)  $\text{OR}^4$ ,  
 i)  $\text{O}(\text{CH}_2)_s \text{OR}^4$ ,  
 j)  $\text{CO}_2\text{R}^4$ ,  
 5 k)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 l)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 m)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 n)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,  
 o)  $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$ ,  
 10 p)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,  
 q)  $\text{N}(\text{R}^{10}) \text{SO}_2\text{R}^{11}$ ,  
 r)  $\text{S}(\text{O})_m\text{R}^{10}$ ,  
 s)  $\text{CN}$ ,  
 t)  $\text{NR}^{10}\text{R}^{11}$ ,  
 15 u)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and,  
 v)  $\text{O}(\text{CO})\text{R}^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- 20 a)  $\text{C}_{1-6}$  alkyl,  
 b)  $\text{C}_{3-6}$  cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,  
 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 25 where the substituents are independently selected from  $\text{R}^4$ ,  
 e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,  
 f)  $(\text{F})_p\text{C}_{1-3}$  alkyl,  
 g) halogen,  
 30 h)  $\text{OR}^4$ ,  
 i)  $\text{O}(\text{CH}_2)_s\text{OR}^4$ ,  
 j)  $\text{CO}_2\text{R}^4$ ,  
 k)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,

- 5
- l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s)  $CN$ ,
  - v)  $NR^{10}R^{11}$ ,
  - 10 w)  $N(R^{10})(CO)NR^4R^{11}$ , and
  - v)  $O(CO)R^4$ ;

$R^2$  is independently selected from:

- 15
- 1)  $H$ ,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
- 20
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents
- 25
- where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - 30 j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,

- 5
- n)  $N(R^{10})(CO)R^{11}$ ,
  - o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,
  - s) CN,
  - t)  $NR^{10}R^{11}$ ,
  - u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
  - v)  $O(CO)R^4$ ; and,
- 10
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - 15 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents
  - 20 where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - 25 j)  $CO_2R^4$ ,
  - k)  $(CO)NR^{10}R^{11}$ ,
  - l)  $O(CO)NR^{10}R^{11}$ ,
  - m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
  - n)  $N(R^{10})(CO)R^{11}$ ,
  - 30 o)  $N(R^{10})(CO)OR^{11}$ ,
  - p)  $SO_2NR^{10}R^{11}$ ,
  - q)  $N(R^{10})SO_2R^{11}$ ,
  - r)  $S(O)_mR^{10}$ ,

- s) CN,
- t)  $\text{NR}^{10}\text{R}^{11}$ ,
- u)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and
- v)  $\text{O}(\text{CO})\text{R}^4$ ;

5

or, any two independent  $\text{R}^2$  on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazoliny, oxazoliny, imidazoliny, imidazolidiny, pyrroliny, morpholiny, thiomorpholiny, thiomorpholiny S-oxide, thiomorpholiny S-dioxide, azetidiny, pyrrolidiny, piperidiny, tetrahydrofurany,

10 tetrahydropyrany, tetrahydropyridyl, furany, dihydrofurany, dihydropyrany or piperaziny,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a)  $-\text{C}_{1-6}\text{alkyl}$ , which is unsubstituted or substituted with 1-3 substituents
- 15 independently selected from:

- (i) halo,
- (ii) hydroxy,
- (iii)  $-\text{O}-\text{C}_{1-6}\text{alkyl}$ ,
- (iv)  $-\text{C}_{3-6}\text{cycloalkyl}$ ,
- (v)  $-\text{COR}^{10}$
- (vi)  $-\text{CO}_2\text{R}^{10}$ ,
- (vii)  $-\text{NR}^{10}\text{R}^{11}$ ,
- (viii)  $-\text{SO}_2\text{R}^{10}$ ,
- (ix)  $-\text{CONR}^{10}\text{R}^{11}$ , and
- (x)  $-(\text{NR}^{10})\text{CO}_2\text{R}^{11}$ ,

20

25

- (b)  $-\text{SO}_2\text{NR}^{10}\text{R}^{11}$

- (c) halo,
- (d)  $-\text{SO}_2\text{R}^{10}$ ,

30

- (e) hydroxy,
- (f)  $-\text{O}-\text{C}_{1-6}\text{alkyl}$ , which is unsubstituted or substituted with 1-5 halo,
- (g)  $-\text{CN}$ ,
- (h)  $-\text{COR}^{10}$ ,
- (i)  $-\text{NR}^{10}\text{R}^{11}$ ,
- (j)  $-\text{CONR}^{10}\text{R}^{11}$ ,

- (k)  $-\text{CO}_2\text{R}^{10}$ ,  
(l)  $-(\text{NR}^{10})\text{CO}_2\text{R}^{11}$ ,  
(m)  $-\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
(n)  $-(\text{NR}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ , and  
(o) oxo;

$\text{R}^{10}$  and  $\text{R}^{11}$  are independently selected from: H,  $\text{C}_{1-6}$  alkyl,  $(\text{F})_p\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $\text{C}_1\text{-C}_6$  alkoxy, where  $\text{R}^{10}$  and  $\text{R}^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ;

$\text{R}^4$  is independently selected from: H,  $\text{C}_{1-6}$  alkyl,  $(\text{F})_p\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $\text{C}_1\text{-C}_6$  alkoxy;

W is O,  $\text{NR}^4$  or  $\text{C}(\text{R}^4)_2$ ;

X is C or S;

Y is O,  $(\text{R}^4)_2$ , NCN,  $\text{NSO}_2\text{CH}_3$ , or  $\text{NCONH}_2$ , or Y is  $\text{O}_2$  when X is S;

$\text{R}^5$  is independently selected from H and:

- 1)  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  alkenyl,  $\text{C}_2\text{-C}_6$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
- a)  $\text{C}_{1-6}$  alkyl,  
b)  $\text{C}_{3-6}$  cycloalkyl,  
c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,  
d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,  
e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$ ,  
f)  $(\text{F})_p\text{C}_{1-3}$  alkyl,

- g) halogen,  
 h)  $OR^4$ ,  
 i)  $O(CH_2)_sOR^4$ ,  
 j)  $CO_2R^4$ ,  
 5 k)  $(CO)NR^{10}R^{11}$ ,  
 l)  $O(CO)NR^{10}R^{11}$ ,  
 m)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 n)  $N(R^{10})(CO)R^{11}$ ,  
 o)  $N(R^{10})(CO)OR^{11}$ ,  
 10 p)  $SO_2NR^{10}R^{11}$ ,  
 q)  $N(R^{10})SO_2R^{11}$ ,  
 r)  $S(O)_mR^{10}$ ,  
 s)  $CN$ ,  
 t)  $NR^{10}R^{11}$ ,  
 15 u)  $N(R^{10})(CO)NR^4R^{11}$ , and,  
 v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- 20 a)  $C_{1-6}$  alkyl,  
 b)  $C_{3-6}$  cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,  
 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 25 where the substituents are independently selected from  $R^4$ ,  
 e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,  
 f)  $(F)_pC_{1-3}$  alkyl,  
 g) halogen,  
 30 h)  $OR^4$ ,  
 i)  $O(CH_2)_sOR^4$ ,  
 j)  $CO_2R^4$ ,  
 k)  $(CO)NR^{10}R^{11}$ ,  
 l)  $O(CO)NR^{10}R^{11}$ ,

- 5 m)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 n)  $N(R^{10})(CO)R^{11}$ ,  
 o)  $N(R^{10})(CO)OR^{11}$ ,  
 p)  $SO_2NR^{10}R^{11}$ ,  
 q)  $N(R^{10})SO_2R^{11}$ ,  
 r)  $S(O)_mR^{10}$ ,  
 s) CN,  
 t)  $NR^{10}R^{11}$ ,  
 u)  $N(R^{10})(CO)NR^4R^{11}$ , and  
 10 v)  $O(CO)R^4$ ;
- 3)  $C_{1-6}$  alkyl,  
 4)  $C_{3-6}$  cycloalkyl,  
 5) aryl, unsubstituted or substituted with 1-5 substituents where  
 15 the substituents are independently selected from  $R^4$ ,  
 6) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from  $R^4$ ,  
 7) heterocycle, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from  $R^4$ ,  
 20 (F)<sub>p</sub> $C_{1-3}$  alkyl, 8).
- 9) halogen,  
 10)  $OR^4$ ,  
 11)  $O(CH_2)_sOR^4$ ,  
 12)  $CO_2R^4$ ,  
 25 13)  $(CO)NR^{10}R^{11}$ ,  
 14)  $O(CO)NR^{10}R^{11}$ ,  
 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 16)  $N(R^{10})(CO)R^{11}$ ,  
 17)  $N(R^{10})(CO)OR^{11}$ ,  
 30 18)  $SO_2NR^{10}R^{11}$ ,  
 19)  $N(R^{10})SO_2R^{11}$ ,  
 20)  $S(O)_mR^{10}$ ,  
 21) CN,  
 22)  $NR^{10}R^{11}$ ,



23)  $N(R^{10})(CO)NR^4R^{11}$ , and,

24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

where the number of  $R^5$  substituents that are not H, can range from zero to three;

G-J is selected from: N, C,  $C=C(R^5)$ ,  $N-C(R^5)_2$ ,  $C=N$ ,  $C(R^5)-C(R^5)_2$ ,  $C(R^5)-N(R^6)$ ,  
 $N(R^6)-N(R^6)$ ;

Q-T is selected from:  $C(R^5)_2-C(R^5)_2$ ,  $C(R^5)=C(R^5)$ ,  $N=C(R^5)$ ,  $C(R^5)=N$ ,  $N=N$ , N and  $C(R^5)_2-$   
 $(C=O)$ ,  $N(R^6)-(C=O)$ ,  $C(R^5)_2-N(R^6)$ ;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1-C_3$  alkyl, CN and  $CO_2R^4$ ;

p is 0 to  $2q+1$ , for a substituent with q carbons;

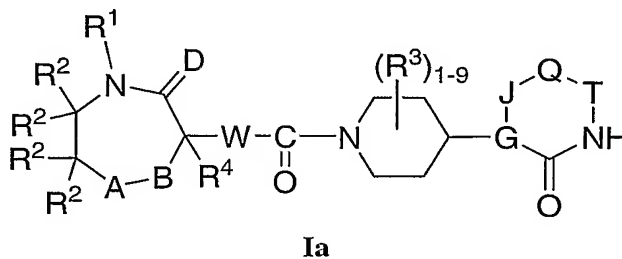
m is 0, 1 or 2;

n is 0 or 1;

s is 1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

2. A compound according to claim 1 having the Formula Ia:



wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

B is  $(C(R^2)_2)_n$ ;

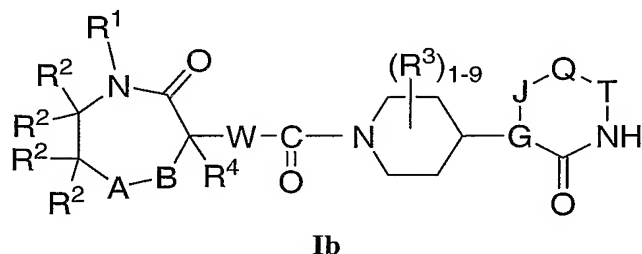
D is O;

n is 0 or 1; and

and pharmaceutically acceptable salts and individual stereoisomers thereof.

5

3. A compound according to claim 1 having the Formula Ib:



10

wherein:

A is a bond,  $C(R^2)_2$ , O,  $S(O)_m$  or  $NR^2$ ;

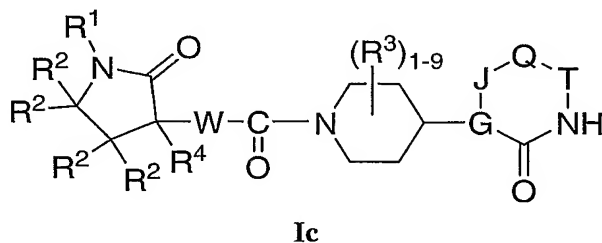
B is  $(C(R^2)_2)_n$ ;

n is 0 or 1; and

15

and pharmaceutically acceptable salts and individual stereoisomers thereof.

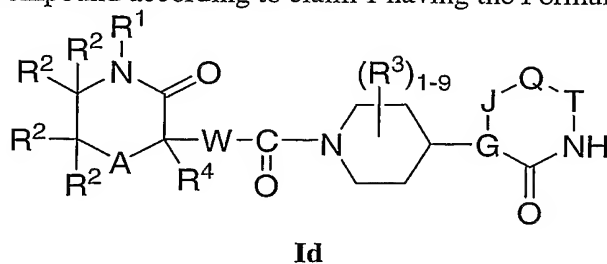
4. A compound according to claim 1 having the Formula Ic:



20

and pharmaceutically acceptable salts and individual stereoisomers thereof.

5. A compound according to claim 1 having the Formula Id:

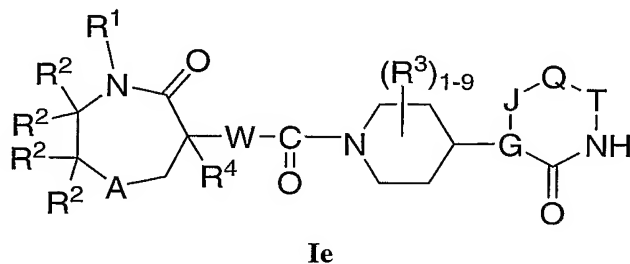


wherein:

- 5 A is C(R<sup>2</sup>)<sub>2</sub>, O, S(O)<sub>m</sub> or NR<sup>2</sup>;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

6. A compound according to claim 1 having the Formula Ie:



wherein:

- 15 A is C(R<sup>2</sup>)<sub>2</sub>, O, S(O)<sub>m</sub> or NR<sup>2</sup>;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

7. A compound according to claim 1 having the Formulae Ia –Ie, wherein:

R<sup>1</sup> is selected from:

- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - a) C<sub>1</sub>-C<sub>6</sub> alkyl,
  - b) C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

f)  $(F)_pC_{1-3}$  alkyl,

g) halogen,

h)  $OR^4$ ,

i)  $O(CH_2)_sOR^4$ ,

j)  $CO_2R^4$ ,

k) CN,

l)  $NR^{10}R^{11}$ , and

m)  $O(CO)R^4$ ; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

a)  $C_{1-6}$  alkyl,

b)  $C_{3-6}$  cycloalkyl,

c)  $(F)_pC_{1-3}$  alkyl,

d) halogen,

e)  $OR^4$ ,

f)  $CO_2R^4$ ,

g)  $(CO)NR^{10}R^{11}$ ,

h)  $SO_2NR^{10}R^{11}$ ,

i)  $N(R^{10})SO_2R^{11}$ ,

j)  $S(O)_mR^4$ ,

k) CN,

l)  $NR^{10}R^{11}$ , and,

m)  $O(CO)R^4$ ;

$R^2$  is selected from:

1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkynyl,  $C_{3-6}$  cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,  
 b) C<sub>3-6</sub> cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where the  
 substituents are independently selected from R<sup>4</sup>,  
 5 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from R<sup>4</sup>,  
 e) heterocycle, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from R<sup>4</sup>,  
 f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,  
 10 g) halogen,  
 h) OR<sup>4</sup>,  
 i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,  
 j) CO<sub>2</sub>R<sup>4</sup>,  
 k) S(O)<sub>m</sub>R<sup>4</sup>,  
 15 l) CN,  
 m) NR<sup>10</sup>R<sup>11</sup>, and  
 n) O(CO)R<sup>4</sup>; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently  
 20 selected from:  
 a) C<sub>1-6</sub> alkyl,  
 b) C<sub>3-6</sub> cycloalkyl,  
 c) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,  
 d) halogen,  
 25 e) OR<sup>4</sup>,  
 f) CO<sub>2</sub>R<sup>4</sup>,  
 g) (CO)NR<sup>10</sup>R<sup>11</sup>,  
 h) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,  
 i) N(R<sup>10</sup>) SO<sub>2</sub>R<sup>11</sup>,  
 30 j) S(O)<sub>m</sub>R<sup>4</sup>,  
 k) CN,  
 l) NR<sup>10</sup>R<sup>11</sup>, and  
 m) O(CO)R<sup>4</sup>;

or, any two independent R<sup>2</sup> on the same carbon or on adjacent carbons may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, thiazolinyl, oxazolinyl, imidazolinyl, imidazolidinyl, pyrrolinyl, morpholinyl, thiomorpholinyl, thiomorpholinyl S-oxide, thiomorpholinyl S-dioxide, azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl or piperazinyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

(a) -C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from:

- (i) halo,
- (ii) hydroxy,
- (iii) -O-C<sub>1-6</sub>alkyl,
- (iv) -C<sub>3-6</sub>cycloalkyl,
- (v) -COR<sup>10</sup>
- (vi) -CO<sub>2</sub>R<sup>10</sup>,
- (vii) -NR<sup>10</sup>R<sup>11</sup>,
- (viii) -SO<sub>2</sub>R<sup>10</sup>,
- (ix) -CONR<sup>10</sup>R<sup>11</sup>, and
- (x) -(NR<sup>10</sup>)CO<sub>2</sub>R<sup>11</sup>,

(b) -SO<sub>2</sub> NR<sup>10</sup>R<sup>11</sup>,

(c) halo,

(d) -SO<sub>2</sub>R<sup>10</sup>,

(e) hydroxy,

(f) -O-C<sub>1-6</sub>alkyl, which is unsubstituted or substituted with 1-5 halo,

(g) -CN,

(h) -COR<sup>10</sup>,

(i) -NR<sup>10</sup>R<sup>11</sup>,

(j) -CONR<sup>10</sup>R<sup>11</sup>,

(k) -CO<sub>2</sub>R<sup>10</sup>,

(l) -(NR<sup>10</sup>)CO<sub>2</sub>R<sup>11</sup>,

(m) -O(CO)NR<sup>10</sup>R<sup>11</sup>,

(n) -(NR<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>, and

(o) oxo;

R<sup>10</sup> and R<sup>11</sup> are independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1-C6</sub> alkoxy, where R<sup>10</sup> and R<sup>11</sup> may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperaziny and morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>

R<sup>4</sup> is independently selected from: H, C<sub>1-6</sub> alkyl, (F)<sub>p</sub>C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C<sub>1-C6</sub> alkoxy;

W is O, NR<sup>4</sup> or C(R<sup>4</sup>)<sub>2</sub>;

G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is C(R<sup>5</sup>)<sub>2</sub> - C(R<sup>5</sup>)<sub>2</sub>,

G-J is N, and Q-T is C(R<sup>5</sup>)=C(R<sup>5</sup>),

G-J is N and Q-T is N=C(R<sup>5</sup>),

G-J is N, and Q-T is C(R<sup>5</sup>)=N,

G-J is N, and Q-T is N=N,

G-J is C=C(R<sup>5</sup>), and Q-T is N(R<sup>6</sup>),

G-J is N, and Q-T is C(R<sup>5</sup>)<sub>2</sub> -(C=O)-,

G-J is N-C(R<sup>5</sup>)<sub>2</sub>, and Q-T is C(R<sup>5</sup>)<sub>2</sub>-C(R<sup>5</sup>)<sub>2</sub>,

G-J is C=C(R<sup>5</sup>) and Q-T is C(R<sup>5</sup>)=C(R<sup>5</sup>),

G-J is C=C(R<sup>5</sup>), and Q-T is C(R<sup>5</sup>)=N,

G-J is  $C=C(R^5)$ , and Q-T is  $N=C(R^5)$ ,

G-J is  $C=N$ , and Q-T is  $C(R^5)=C(R^5)$ ,

5 G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N(R^6)-(C=O)-$ ,

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

10

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $C(R^5)-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ ,

15

G-J is  $C(R^5)-C(R^5)_2$ , and QT is  $N=C(R^5)$ ,

G-J is  $N-C(R^5)_2$ , and QT is  $C(R^5)_2-N(R^6)$ ,

G-J is  $N-N(R^6)$ , and QT is  $C(R^5)_2-C(R^5)_2$ , and

20

G-J is  $N-C(R^5)_2$ , and QT is  $N=C(R^5)$ ;

$R^5$  is independently selected from H and:

25 1)  $C_1-C_6$  alkyl,  $C_2-C_6$  alkenyl,  $C_2-C_6$  alkynyl,  $C_3-6$  cycloalkyl and heterocycle,  
unsubstituted or substituted with one or more substituents independently selected from:

a)  $C_1-6$  alkyl,

b)  $C_3-6$  cycloalkyl,

30

c) aryl, unsubstituted or substituted with 1-5 substituents where  
the substituents are independently selected from  $R^4$ ,

d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,



- e) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents  
independently selected from:
- a)  $C_{1-6}$  alkyl,
- b)  $C_{3-6}$  cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where  
the substituents are independently selected from  $R^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,

- j)  $\text{CO}_2\text{R}^4$ ,  
 k)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 l)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 m)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 5 n)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,  
 o)  $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$ ,  
 p)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,  
 q)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ ,  
 r)  $\text{S}(\text{O})_m\text{R}^{10}$ ,  
 10 s)  $\text{CN}$ ,  
 t)  $\text{NR}^{10}\text{R}^{11}$ ,  
 u)  $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$ , and  
 v)  $\text{O}(\text{CO})\text{R}^4$ ;
- 15 3)  $\text{C}_{1-6}$  alkyl,  
 4)  $\text{C}_{3-6}$  cycloalkyl,  
 5) aryl, unsubstituted or substituted with 1-5 substituents where  
 the substituents are independently selected from  $\text{R}^4$ ,  
 6) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 20 where the substituents are independently selected from  $\text{R}^4$ ,  
 7) heterocycle, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from  $\text{R}^4$ ,  
 8)  $(\text{F})_p\text{C}_{1-3}$  alkyl,  
 9) halogen,  
 25 10)  $\text{OR}^4$ ,  
 11)  $\text{O}(\text{CH}_2)_s\text{OR}^4$ ,  
 12)  $\text{CO}_2\text{R}^4$ ,  
 13)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 14)  $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 30 15)  $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,  
 16)  $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$ ,  
 17)  $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$ ,  
 18)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,  
 19)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ .

- 20)  $S(O)_m R^{10}$ ,  
 21) CN,  
 22)  $NR^{10} R^{11}$ ,  
 23)  $N(R^{10})(CO)NR^4 R^{11}$ , and,  
 24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

where the number of  $R^5$  substituents that are not H, can range from zero to three;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, CN and  $CO_2 R^4$ ;

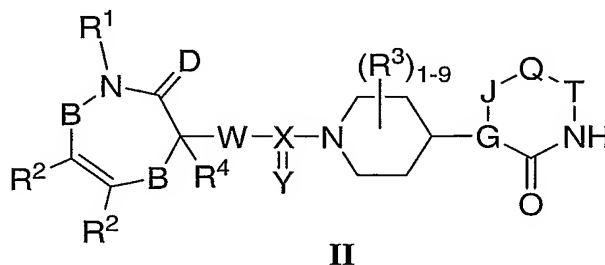
p is 0 to  $2q+1$ , for a substituent with q carbons

m is 0 to 2;

s is 1 to 3;

and pharmaceutically acceptable salts and individual stereoisomers thereof.

8. The compound of Formula II:



wherein:

B is independently  $(C(R^2)_2)_n$ ;

D is O;

$R^1$  is selected from:

- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- 5 a) C<sub>1</sub>-6 alkyl,  
 b) C<sub>3</sub>-6 cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,  
 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 10 where the substituents are independently selected from R<sup>4</sup>,  
 e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,  
 f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,  
 g) halogen,  
 15 h) OR<sup>4</sup>,  
 i) O(CH<sub>2</sub>)<sub>s</sub> OR<sup>4</sup>,  
 j) CO<sub>2</sub>R<sup>4</sup>,  
 k) (CO)NR<sup>10</sup>R<sup>11</sup>,  
 l) O(CO)NR<sup>10</sup>R<sup>11</sup>,  
 20 m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,  
 n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,  
 o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,  
 p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,  
 q) N(R<sup>10</sup>) SO<sub>2</sub>R<sup>11</sup>,  
 25 r) S(O)<sub>m</sub>R<sup>10</sup>,  
 s) CN,  
 t) NR<sup>10</sup>R<sup>11</sup>,  
 u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,  
 v) O(CO)R<sup>4</sup>;

30

- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1</sub>-6 alkyl,  
 b) C<sub>3</sub>-6 cycloalkyl,

- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,  
 d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,  
 5 e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,  
 f)  $(F)_pC_{1-3}$  alkyl,  
 g) halogen,  
 h)  $OR^4$ ,  
 10 i)  $O(CH_2)_sOR^4$ ,  
 j)  $CO_2R^4$ ,  
 k)  $(CO)NR^{10}R^{11}$ ,  
 l)  $O(CO)NR^{10}R^{11}$ ,  
 m)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 15 n)  $N(R^{10})(CO)R^{11}$ ,  
 o)  $N(R^{10})(CO)OR^{11}$ ,  
 p)  $SO_2NR^{10}R^{11}$ ,  
 q)  $N(R^{10})SO_2R^{11}$ ,  
 r)  $S(O)_mR^{10}$ ,  
 20 s) CN,  
 x)  $NR^{10}R^{11}$ ,  
 y)  $N(R^{10})(CO)NR^4R^{11}$ , and  
 v)  $O(CO)R^4$ ;
- 25  $R^2$  is independently selected from:
- 1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkenyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
- 30 a)  $C_{1-6}$  alkyl,  
 b)  $C_{3-6}$  cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- 5 f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- 10 k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- 15 p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- 20 u)  $N(R^{10})(CO)NR^4R^{11}$ , and,
- v)  $O(CO)R^4$ ;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents  
independently selected from:
- 25 a)  $C_{1-6}$  alkyl,
- b)  $C_{3-6}$  cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where  
the substituents are independently selected from  $R^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- 30 e) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,

- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- 5 l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- 10 q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s)  $CN$ ,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- 15 v)  $O(CO)R^4$ ;

or, the independent  $R^2$  on adjacent carbons may be joined together to form a ring selected from cyclopentenyl, cyclohexenyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, tetrahydropyridyl, furanyl, dihydrofuranyl and dihydropyranlyl,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from:

- (a) -C1-6alkyl, which is unsubstituted or substituted with 1-3 substituents where the substituents are independently selected from:
  - (i) halo,
  - (ii) hydroxy,
  - (iii) -O-C1-6alkyl,
  - (iv) -C3-6cycloalkyl,
  - 30 (v) -COR<sup>10</sup>
  - (vi) -CO<sub>2</sub>R<sup>10</sup>,
  - (vii) -NR<sup>10</sup>R<sup>11</sup>,
  - (viii) -SO<sub>2</sub>R<sup>10</sup>,
  - (ix) -CONR<sup>10</sup>R<sup>11</sup>, and

- (x)  $-(NR^{10})CO_2R^{11}$ ,
- (b)  $-SO_2NR^{10}R^{11}$
- (c) halo,
- (d)  $-SO_2R^{10}$ ,
- 5 (e) hydroxy,
- (f)  $-O-C_1-6alkyl$ , which is unsubstituted or substituted with 1-5 halo,
- (g)  $-CN$ ,
- (h)  $-COR^{10}$ ,
- (i)  $-NR^{10}R^{11}$ ,
- 10 (j)  $-CONR^{10}R^{11}$ ,
- (k)  $-CO_2R^{10}$ ,
- (l)  $-(NR^{10})CO_2R^{11}$ ,
- (m)  $-O(CO)NR^{10}R^{11}$ ,
- (n)  $-(NR^4)(CO)NR^{10}R^{11}$ , and
- 15 (o) oxo;

$R^{10}$  and  $R^{11}$  are independently selected from: H,  $C_1-6$  alkyl,  $(F)_pC_1-6$  alkyl,  $C_3-6$  cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy, where  $R^{10}$  and  $R^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ;

20

$R^4$  is independently selected from: H,  $C_1-6$  alkyl,  $(F)_pC_1-6$  alkyl,  $C_3-6$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $C_1-C_6$  alkoxy;

25

W is O,  $NR^4$  or  $C(R^4)_2$ ;

X is C or S;

30 Y is O,  $(R^4)_2$ , NCN,  $NSO_2CH_3$  or  $NCONH_2$ , or Y is  $O_2$  when X is S;

$R^5$  is independently selected from H and:



- 1) C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1</sub>-C<sub>6</sub> alkyl,
- b) C<sub>3</sub>-C<sub>6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
- g) halogen,
- h) OR<sup>4</sup>,
- i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,
- j) CO<sub>2</sub>R<sup>4</sup>,
- k) (CO)NR<sup>10</sup>R<sup>11</sup>,
- l) O(CO)NR<sup>10</sup>R<sup>11</sup>,
- m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,
- n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,
- o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,
- p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
- q) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,
- r) S(O)<sub>m</sub>R<sup>10</sup>,
- s) CN,
- t) NR<sup>10</sup>R<sup>11</sup>,
- u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,
- v) O(CO)R<sup>4</sup>;

- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1</sub>-C<sub>6</sub> alkyl,
- b) C<sub>3</sub>-C<sub>6</sub> cycloalkyl,

- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 5 e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- 10 i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- 15 n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- 20 s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v)  $O(CO)R^4$ ;
- 25 3)  $C_{1-6}$  alkyl,
- 4)  $C_{3-6}$  cycloalkyl,
- 5) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 6) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 30 7) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
- 8)  $(F)_pC_{1-3}$  alkyl,
- 9) halogen,

- 10)  $OR^4$ ,  
 11)  $O(CH_2)_sOR^4$ ,  
 12)  $CO_2R^4$ ,  
 13)  $(CO)NR^{10}R^{11}$ ,  
 5 14)  $O(CO)NR^{10}R^{11}$ ,  
 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 16)  $N(R^{10})(CO)R^{11}$ ,  
 17)  $N(R^{10})(CO)OR^{11}$ ,  
 18)  $SO_2NR^{10}R^{11}$ ,  
 10 19)  $N(R^{10})SO_2R^{11}$ ,  
 20)  $S(O)_mR^{10}$ ,  
 21)  $CN$ ,  
 22)  $NR^{10}R^{11}$ ,  
 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,  
 15 24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

where the number of  $R^5$  substituents that are not H, can range from zero to three;

20

G-J is selected from: N, C,  $C=C(R^5)$ ,  $N-C(R^5)_2$ ,  $C=N$ ,  $C(R^5)-C(R^5)_2$ ,  $C(R^5)-N(R^6)$ ,  $N(R^6)-N(R^6)$ ;

25

Q-T is selected from:  $C(R^5)_2-C(R^5)_2$ ,  $C(R^5)=C(R^5)$ ,  $N=C(R^5)$ ,  $C(R^5)=N$ ,  $N=N$ , N and  $C(R^5)_2-(C=O)$ ,  $N(R^6)-(C=O)$ ,  $C(R^5)_2-N(R^6)$ ;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1-C_3$  alkyl, CN and  $CO_2R^4$ ;

- 30 p is 0 to  $2q+1$ , for a substituent with q carbons;  
 m is 0, 1 or 2;  
 n is 0 or 1;  
 s is 1, 2 or 3;

and pharmaceutically acceptable salts and individual diastereomers thereof.

9. A compound according to claim 8, wherein:

R<sup>1</sup> is selected from:

- 5
- 1) H, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
- 10
- a) C<sub>1</sub>-C<sub>6</sub> alkyl,
- b) C<sub>3</sub>-C<sub>6</sub> cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- 15
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R<sup>4</sup>,
- f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
- g) halogen,
- h) OR<sup>4</sup>,
- i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,
- 20
- j) CO<sub>2</sub>R<sup>4</sup>,
- k) CN,
- l) NR<sup>10</sup>R<sup>11</sup>, and
- m) O(CO)R<sup>4</sup>; and
- 25
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C<sub>1</sub>-C<sub>6</sub> alkyl,
- b) C<sub>3</sub>-C<sub>6</sub> cycloalkyl,
- c) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,
- 30
- d) halogen,
- e) OR<sup>4</sup>,
- f) CO<sub>2</sub>R<sup>4</sup>,
- g) (CO)NR<sup>10</sup>R<sup>11</sup>,
- h) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,
- 35
- i) N(R<sup>10</sup>) SO<sub>2</sub>R<sup>11</sup>,

- j)  $S(O)_mR^4$ ,
- k) CN,
- l)  $NR^{10}R^{11}$ , and,
- m)  $O(CO)R^4$ ;

5

$R^2$  is selected from:

- 1) H,  $C_0$ - $C_6$  alkyl,  $C_2$ - $C_6$  alkynyl,  $C_3$ -6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
  - 10 a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - 15 d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $R^4$ ,
  - f)  $(F)_pC_{1-3}$  alkyl,
  - g) halogen,
  - 20 h)  $OR^4$ ,
  - i)  $O(CH_2)_sOR^4$ ,
  - j)  $CO_2R^4$ ,
  - k)  $S(O)_mR^4$ ,
  - l) CN,
  - 25 m)  $NR^{10}R^{11}$ , and
  - n)  $O(CO)R^4$ ; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:
  - 30 a)  $C_{1-6}$  alkyl,
  - b)  $C_{3-6}$  cycloalkyl,
  - c)  $(F)_pC_{1-3}$  alkyl,
  - d) halogen,
  - e)  $OR^4$ ,
  - 35 f)  $CO_2R^4$ ,

- g)  $(\text{CO})\text{NR}^{10}\text{R}^{11}$ ,
- h)  $\text{SO}_2\text{NR}^{10}\text{R}^{11}$ ,
- i)  $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$ ,
- j)  $\text{S}(\text{O})_m\text{R}^4$ ,
- 5 k)  $\text{CN}$ ,
- l)  $\text{NR}^{10}\text{R}^{11}$ , and
- m)  $\text{O}(\text{CO})\text{R}^4$ ;

10  $\text{R}^{10}$  and  $\text{R}^{11}$  are independently selected from: H,  $\text{C}_{1-6}$  alkyl,  $(\text{F})_p\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $\text{C}_{1-6}$  alkoxy, where  $\text{R}^{10}$  and  $\text{R}^{11}$  may be joined together to form a ring selected from: azetidiny, pyrrolidiny, piperidiny, piperaziny and morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from  $\text{R}^4$

15  $\text{R}^4$  is independently selected from: H,  $\text{C}_{1-6}$  alkyl,  $(\text{F})_p\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or  $\text{C}_{1-6}$  alkoxy;

W is O,  $\text{NR}^4$  or  $\text{C}(\text{R}^4)_2$ ;

20 G-J and Q-T are selected from the following pairings:

G-J is N and Q-T is  $\text{C}(\text{R}^5)_2 - \text{C}(\text{R}^5)_2$ ,

G-J is N, and Q-T is  $\text{C}(\text{R}^5)=\text{C}(\text{R}^5)$ ,

25

G-J is N and Q-T is  $\text{N}=\text{C}(\text{R}^5)$ ,

G-J is N, and Q-T is  $\text{C}(\text{R}^5)=\text{N}$ ,

30

G-J is N, and Q-T is  $\text{N}=\text{N}$ ,

G-J is  $\text{C}=\text{C}(\text{R}^5)$ , and Q-T is  $\text{N}(\text{R}^6)$ ,

G-J is N, and Q-T is  $\text{C}(\text{R}^5)_2 - (\text{C}=\text{O})-$ ,

G-J is  $\text{N-C(R}^5\text{)}_2$ , and Q-T is  $\text{C(R}^5\text{)}_2\text{-C(R}^5\text{)}_2$ ,

G-J is  $\text{C=C(R}^5\text{)}$  and Q-T is  $\text{C(R}^5\text{)=C(R}^5\text{)}$ ,

5

G-J is  $\text{C=C(R}^5\text{)}$ , and Q-T is  $\text{C(R}^5\text{)=N}$ ,

G-J is  $\text{C=C(R}^5\text{)}$ , and Q-T is  $\text{N=C(R}^5\text{)}$ ,

10

G-J is  $\text{C=N}$ , and Q-T is  $\text{C(R}^5\text{)=C(R}^5\text{)}$ ,

G-J is  $\text{N-C(R}^5\text{)}_2$ , and QT is  $\text{C(R}^5\text{)}_2\text{-(C=O)-}$ ,

G-J is  $\text{C(R}^5\text{)-C(R}^5\text{)}_2$ , and QT is  $\text{N(R}^6\text{)-(C=O)-}$ ,

15

G-J is  $\text{C(R}^5\text{)-C(R}^5\text{)}_2$ , and QT is  $\text{C(R}^5\text{)}_2\text{-C(R}^5\text{)}_2$ ,

G-J is  $\text{C(R}^5\text{)-C(R}^5\text{)}_2$ , and QT is  $\text{C(R}^5\text{)}_2\text{-N(R}^6\text{)}$ ,

20

G-J is  $\text{C(R}^5\text{)-N(R}^6\text{)}$ , and QT is  $\text{C(R}^5\text{)}_2\text{-C(R}^5\text{)}_2$ ,

G-J is  $\text{C(R}^5\text{)-C(R}^5\text{)}_2$ , and QT is  $\text{N=C(R}^5\text{)}$ ,

G-J is  $\text{N-C(R}^5\text{)}_2$ , and QT is  $\text{C(R}^5\text{)}_2\text{-N(R}^6\text{)}$ ,

25

G-J is  $\text{N-N(R}^6\text{)}$ , and QT is  $\text{C(R}^5\text{)}_2\text{-C(R}^5\text{)}_2$ , and

G-J is  $\text{N-C(R}^5\text{)}_2$ , and QT is  $\text{N=C(R}^5\text{)}$ ;

30  $\text{R}^5$  is independently selected from H and:

- 1)  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_2\text{-C}_6$  alkenyl,  $\text{C}_2\text{-C}_6$  alkynyl,  $\text{C}_3\text{-C}_6$  cycloalkyl and heterocycle,  
unsubstituted or substituted with one or more substituents independently selected from:

- a) C<sub>1-6</sub> alkyl,  
 b) C<sub>3-6</sub> cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where  
 the substituents are independently selected from R<sup>4</sup>,  
 5 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from R<sup>4</sup>,  
 e) heterocycle, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from R<sup>4</sup>,  
 f) (F)<sub>p</sub>C<sub>1-3</sub> alkyl,  
 10 g) halogen,  
 h) OR<sup>4</sup>,  
 i) O(CH<sub>2</sub>)<sub>s</sub>OR<sup>4</sup>,  
 j) CO<sub>2</sub>R<sup>4</sup>,  
 k) (CO)NR<sup>10</sup>R<sup>11</sup>,  
 15 l) O(CO)NR<sup>10</sup>R<sup>11</sup>,  
 m) N(R<sup>4</sup>)(CO)NR<sup>10</sup>R<sup>11</sup>,  
 n) N(R<sup>10</sup>)(CO)R<sup>11</sup>,  
 o) N(R<sup>10</sup>)(CO)OR<sup>11</sup>,  
 p) SO<sub>2</sub>NR<sup>10</sup>R<sup>11</sup>,  
 20 q) N(R<sup>10</sup>)SO<sub>2</sub>R<sup>11</sup>,  
 r) S(O)<sub>m</sub>R<sup>10</sup>,  
 s) CN,  
 t) NR<sup>10</sup>R<sup>11</sup>,  
 u) N(R<sup>10</sup>)(CO)NR<sup>4</sup>R<sup>11</sup>, and,  
 25 v) O(CO)R<sup>4</sup>;
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents  
 independently selected from:
- a) C<sub>1-6</sub> alkyl,  
 30 b) C<sub>3-6</sub> cycloalkyl,  
 c) aryl, unsubstituted or substituted with 1-5 substituents where  
 the substituents are independently selected from R<sup>4</sup>,  
 d) heteroaryl, unsubstituted or substituted with 1-5 substituents  
 where the substituents are independently selected from R<sup>4</sup>,



- e) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- f)  $(F)_pC_{1-3}$  alkyl,
- g) halogen,
- h)  $OR^4$ ,
- i)  $O(CH_2)_sOR^4$ ,
- j)  $CO_2R^4$ ,
- k)  $(CO)NR^{10}R^{11}$ ,
- l)  $O(CO)NR^{10}R^{11}$ ,
- m)  $N(R^4)(CO)NR^{10}R^{11}$ ,
- n)  $N(R^{10})(CO)R^{11}$ ,
- o)  $N(R^{10})(CO)OR^{11}$ ,
- p)  $SO_2NR^{10}R^{11}$ ,
- q)  $N(R^{10})SO_2R^{11}$ ,
- r)  $S(O)_mR^{10}$ ,
- s) CN,
- t)  $NR^{10}R^{11}$ ,
- u)  $N(R^{10})(CO)NR^4R^{11}$ , and
- v)  $O(CO)R^4$ ;
- 3)  $C_{1-6}$  alkyl,
- 4)  $C_{3-6}$  cycloalkyl,
- 5) aryl, unsubstituted or substituted with 1-5 substituents where  
the substituents are independently selected from  $R^4$ ,
- 6) heteroaryl, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- 7) heterocycle, unsubstituted or substituted with 1-5 substituents  
where the substituents are independently selected from  $R^4$ ,
- 8)  $(F)_pC_{1-3}$  alkyl,
- 9) halogen,
- 10)  $OR^4$ ,
- 11)  $O(CH_2)_sOR^4$ ,
- 12)  $CO_2R^4$ ,
- 13)  $(CO)NR^{10}R^{11}$ ,

- 14)  $O(CO)NR^{10}R^{11}$ ,  
 15)  $N(R^4)(CO)NR^{10}R^{11}$ ,  
 16)  $N(R^{10})(CO)R^{11}$ ,  
 17)  $N(R^{10})(CO)OR^{11}$ ,  
 5 18)  $SO_2NR^{10}R^{11}$ ,  
 19)  $N(R^{10})SO_2R^{11}$ ,  
 20)  $S(O)_mR^{10}$ ,  
 21)  $CN$ ,  
 22)  $NR^{10}R^{11}$ ,  
 10 23)  $N(R^{10})(CO)NR^4R^{11}$ , and,  
 24)  $O(CO)R^4$ ,

or two  $R^5$  attached to the same carbon form the substituent  $=O$ , such that  $C(R^5)_2$  may be  $C=O$ ,

- 15 where the number of  $R^5$  substituents that are not H, can range from zero to three;

$R^3$  is independently selected from H, substituted or unsubstituted  $C_1$ - $C_3$  alkyl, CN and  $CO_2R^4$ ;

p is 0 to  $2q+1$ , for a substituent with q carbons

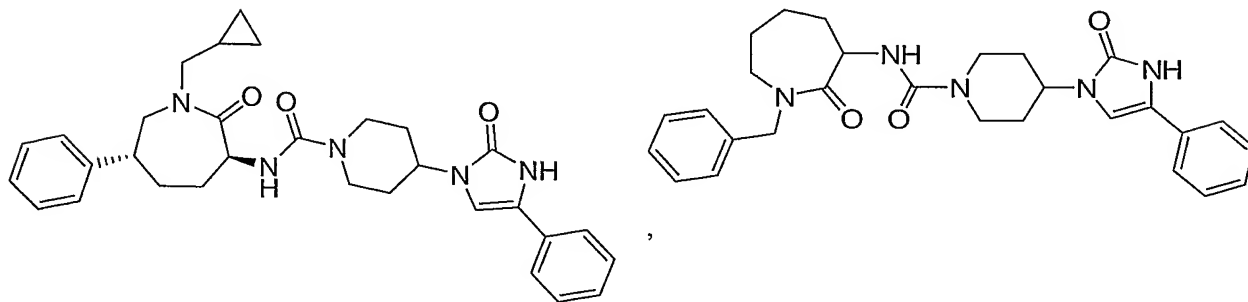
m is 0 to 2;

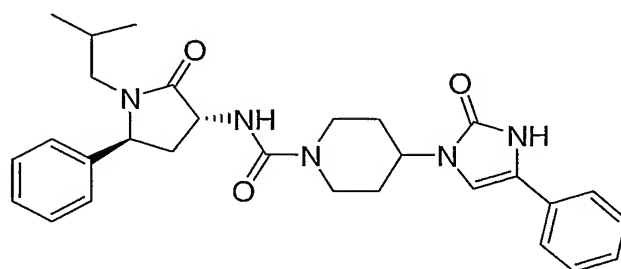
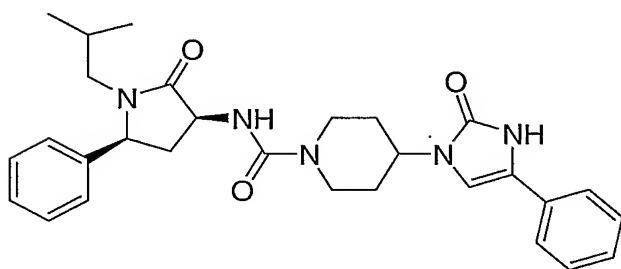
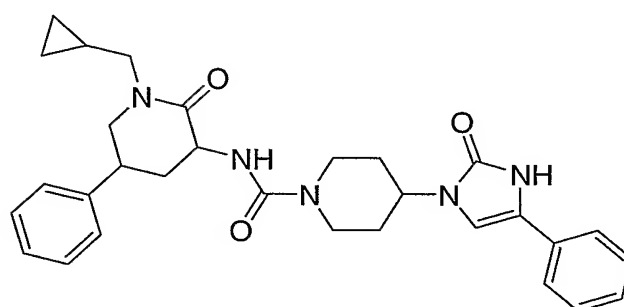
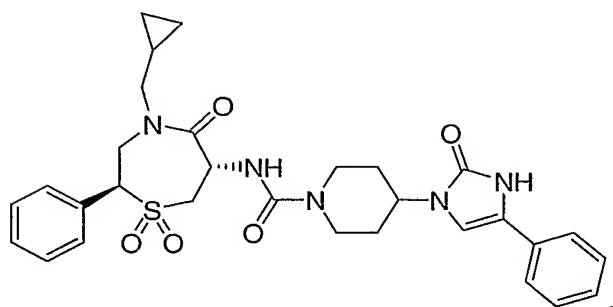
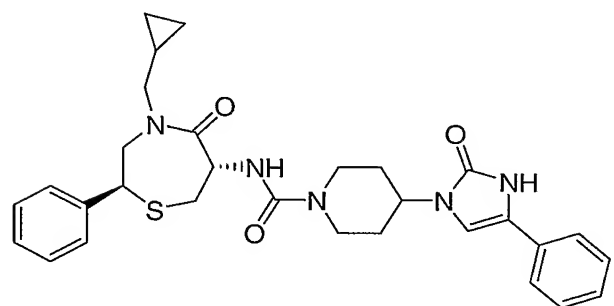
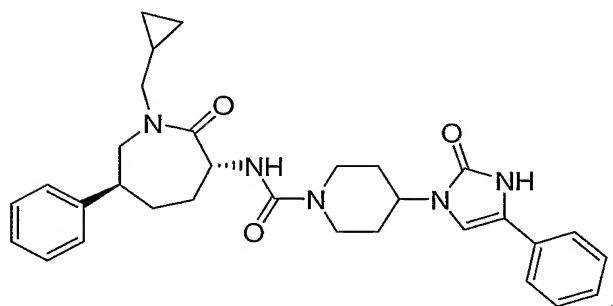
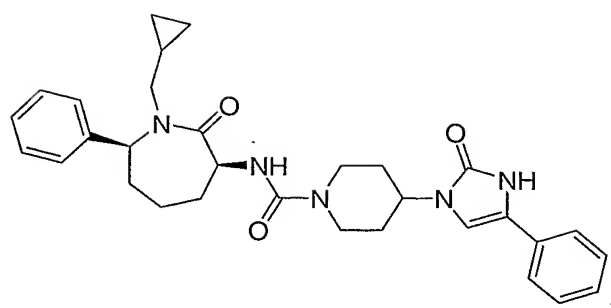
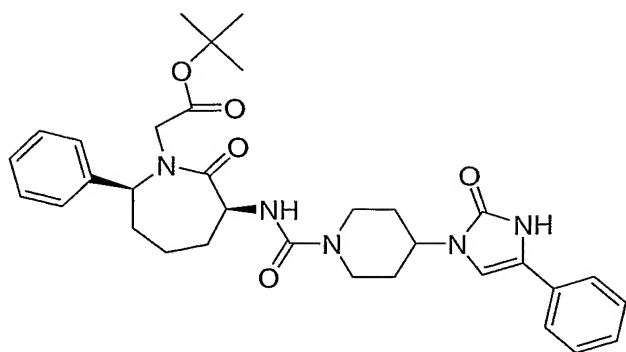
- 20 s is 1 to 3;

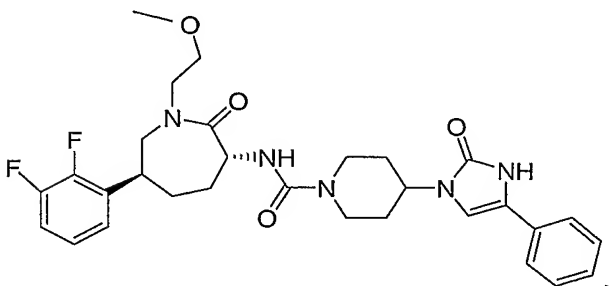
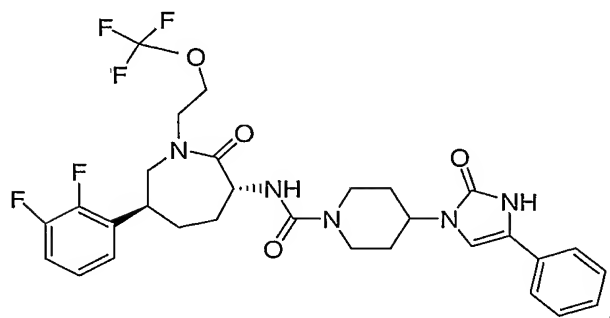
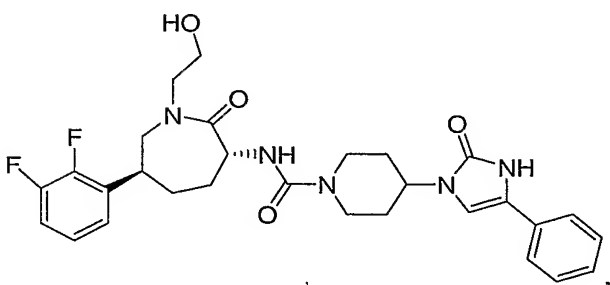
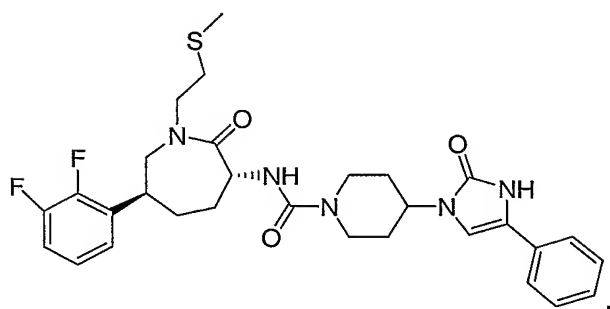
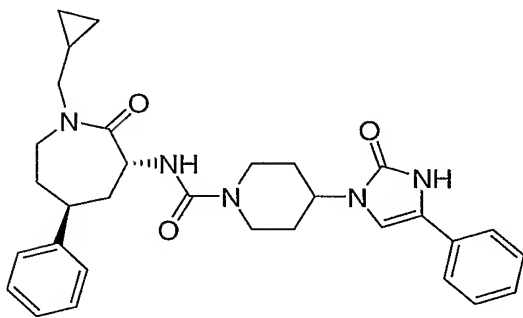
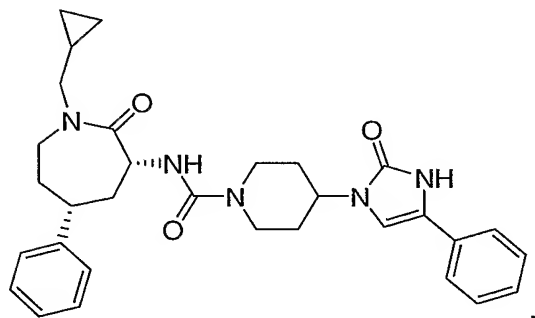
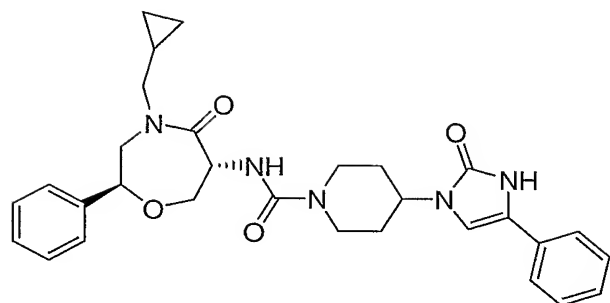
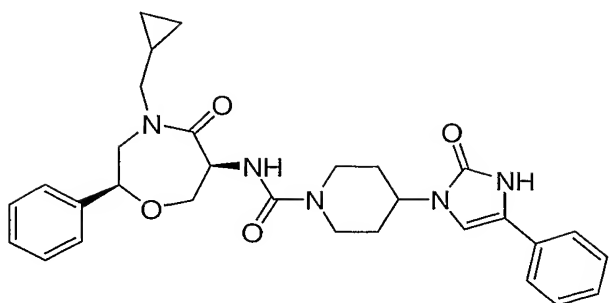
and pharmaceutically acceptable salts and individual stereoisomers thereof.

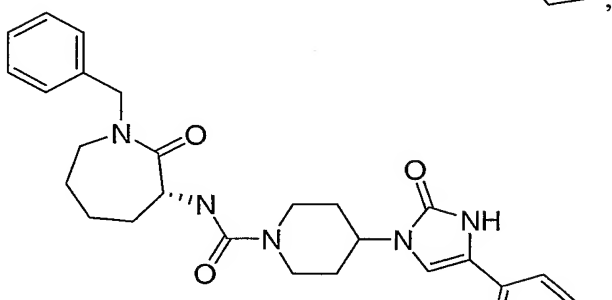
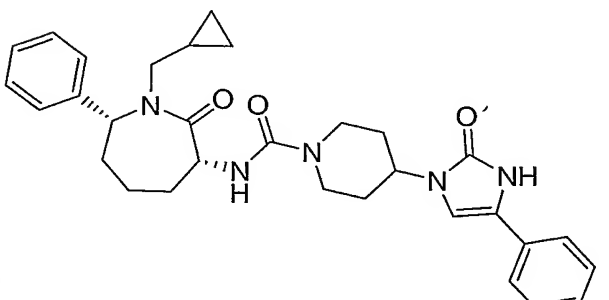
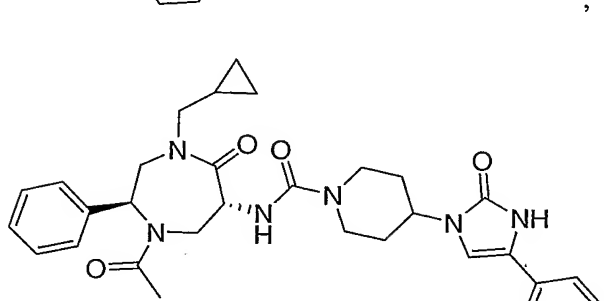
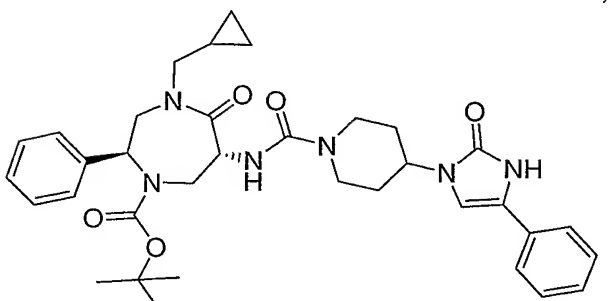
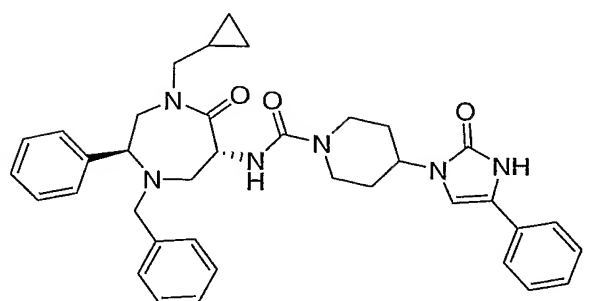
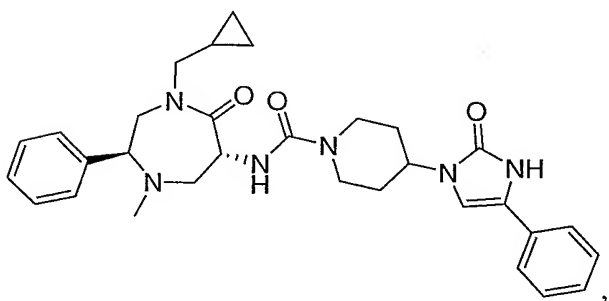
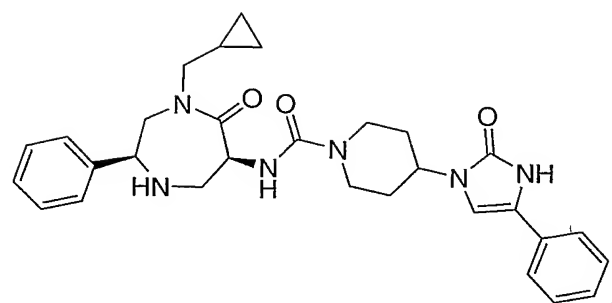
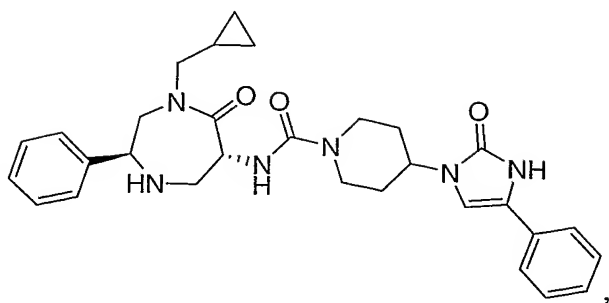
10. A compound selected from:

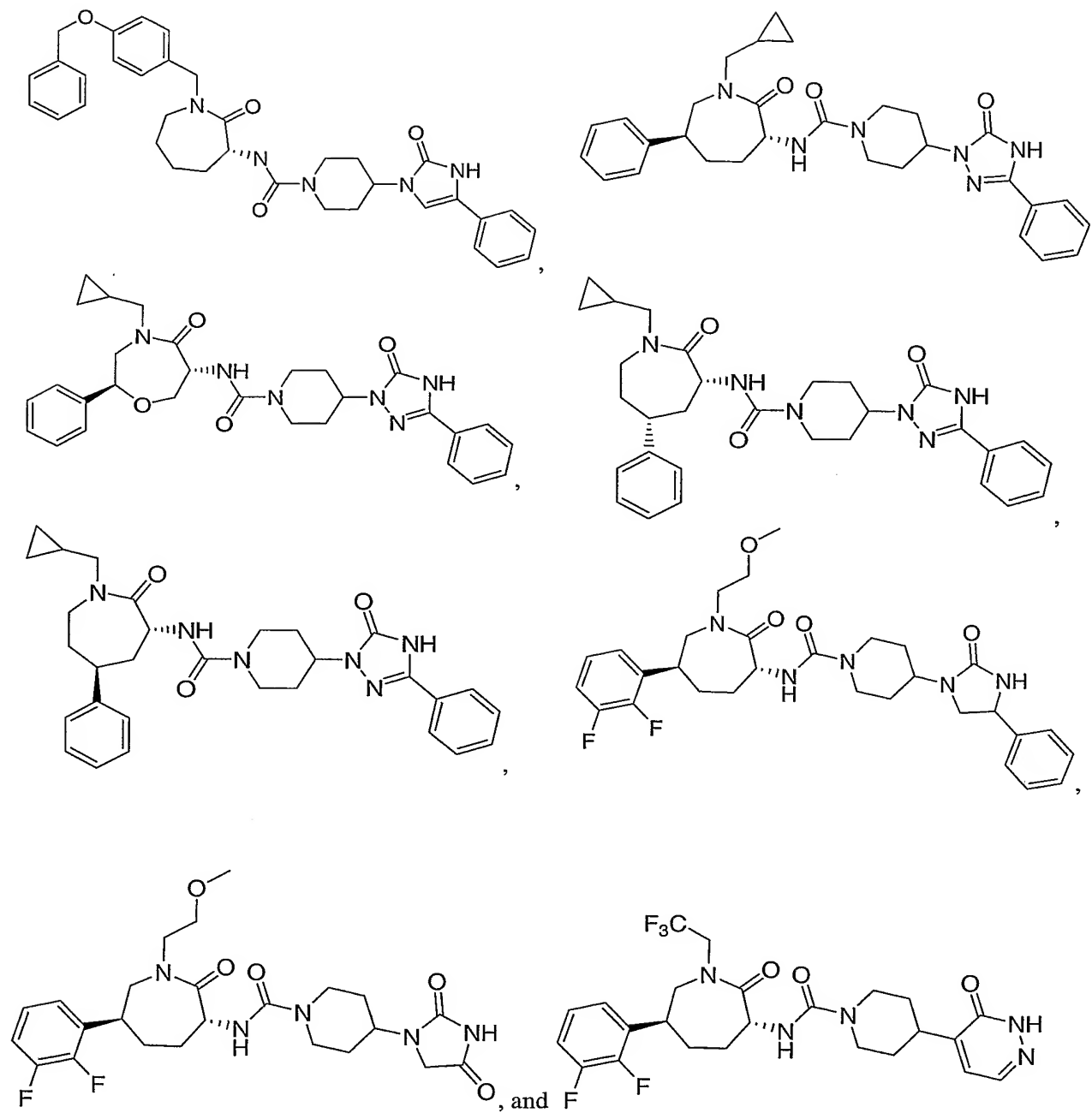
25











and pharmaceutically acceptable salts and individual diastereomers thereof.

5

11. A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

12. A method for antagonism of CGRP receptor activity in a mammal which comprises the administration of an effective amount of the compound of Claim 1.

5 13. A method for treating, controlling, ameliorating or reducing the risk of headache, migraine or cluster headache in a mammalian patient in need of such which comprises administering to the patient a therapeutically effective amount of the compound of Claim 1.